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FILED

JUN 27 2006

ROBERT P. CONTILLO
J.S.C.

SUPERIOR COURT OF NEW JERSEY
BERGEN COUNTY
CHANCERY DIVISION

PETER C. HARVEY,
ACTING ATTORNEY GENERAL OF NEW JERSEY
and FRANKLIN L. WIDMANN, Chief of the
New Jersey Bureau of Securities,

Civil Action

Docket No. BER-C-95-05

Plaintiffs,

v.

WELLESLEY SERVICES, LLC,
a New Jersey Limited Liability Company
f/k/a WS SURVIVOR, L.L.C., et al,

Defendants.

**ORDER AND
FINAL JUDGMENT AS
TO DEFENDANTS
ANTHONY BIANCO AND
KEITH MOODY**

This matter was presented to the Court by plaintiffs,
(Victoria A. Manning and Toral Makani Joshi, Deputy Attorneys
General, appearing), pursuant to N.J.S.A. 49:3-69(a), R. 4:52-1
and R. 4:67 for violations of the New Jersey Uniform Securities
Law (1997), N.J.S.A. 49:3-47 et seq., ("Securities Law"),

pursuant to N.J.S.A. 49:3-69; and defendant Anthony Bianco, having answered the Verified Complaint, and defendant Keith Moody having defaulted by failing to answer and/or otherwise respond to the Verified Complaint; and the Court having set this matter for a peremptory trial date of June 26, 2006, and plaintiffs having sought entry of final judgment against defendant Anthony Bianco, and entry of final judgment by default against defendant Keith Moody, and defendants Anthony Bianco and Keith Moody having advised the Court and/or plaintiffs that they would not be appearing in Court on June 26, 2006, and there being no appearance by defendants Anthony Bianco or Keith Moody before this Court on June 26, 2006, and the Court agreeing to review plaintiffs' submission of evidence on the papers and having heard the limited testimony of Rudolph Bassman, Supervising Investigator employed by the New Jersey Bureau of Securities, on June 26, 2006, and the Court having reviewed the evidence submitted by plaintiffs and finding that plaintiffs have proven the allegations in the Complaint, the Court makes the following findings of fact and conclusions of law with respect to the allegations against defendants Anthony Bianco and Keith Moody as set forth in the Verified Complaint filed in the New Jersey

Superior Court, Chancery Division, Essex County, Harvey v. Wellesley Services, LLC, et al., Docket No. ESX-C-188-03¹:

1. The defendant entities, through defendants Anthony Bianco and Keith Moody, individually and acting in concert with each other and others, employed a scheme to defraud investors in violation of N.J.S.A. 49:3-52(a) by:

- (A) identifying Giacomaro as a consultant either directly or through his company, Marcus Industries, so his criminal background could be concealed from investors;
- (B) failing to register securities issued by Wellesley Services, LLC, Wellesley Energy, LLC and Consolidate Transport America, LLC with the Bureau and failing to advise investors that the securities were required to be registered but were not;
- (C) failing to disclose the manner in which investor proceeds were used and were to be used; and
- (D) representing to investors that Wellesley Services, LLC, Wellesley Energy, LLC, CTA, Windham Associates, Inc. and Marcus Industries were separate entities when, in fact, they were part of a common scheme designed to raise money on an as-needed basis for the integrated use of the defendant entities as well as to fund the

¹ This matter was transferred from the Superior Court, Chancery Division, Essex County to this Court and assigned the docket number noted in the caption herein.

lavish expenditures of Giacomaro and Hayes, and the bank accounts of Moody and Bianco, directly, and through their entities, SRM Associates, Inc. and AKB Associates, Inc., respectively.

2. Defendants Wellesley Services, LLC, Wellesley Energy, LLC and Consolidate Transport America, LLC through defendants Anthony Bianco and Keith Moody, individually and acting in concert with each other and others, directly and/or indirectly, omitted material facts and made materially false and misleading statements to investors in connection with the offer and sale of securities, in violation of N.J.S.A. 49:3-52(b). The omitted material facts and materially false and misleading statements included:

- (A) Giacomaro pled guilty to federal crimes in 1996;
- (B) Giacomaro was paid from investor funds through Marcus Industries;
- (C) the investor funds were used improperly, in the manner described in the Verified Complaint;
- (D) the unregistered securities issued by Wellesley Services, LLC, Wellesley Energy, LLC and Consolidate Transport America, LLC were sold by unregistered individuals in violation of the New Jersey Uniform Securities Law;

- (E) persons not registered with the Bureau as "agents" were paid finder's fees in connection with the sale of the securities;
- (F) the securities issued by Wellesley Services, LLC, Wellesley Energy, LLC and Consolidate Transport America, LLC were sold to persons who were not "accredited" contrary to representations in the offering documents issued by Wellesley Services, LLC, Wellesley Energy, LLC and CTA;
- (G) Bianco, Moody and Hayes were serving as "fronts" or figureheads for Giacomaro;
- (H) the funds invested were commingled with investor funds from other projects in Windham Associates, Inc. accounts;
- (I) investor funds were used to pay Giacomaro, Hayes and their children's personal expenses;
- (J) broker-dealers were not used to effectuate the sale of the securities as represented in certain offering documents;
- (K) the Wellesley Group IPO would not occur;
- (L) investor funds would be used to purchase real estate owned by entities under Bianco's name but controlled by Giacomaro for the personal benefit of Giacomaro and his family members;

(M) the full amount of Moody's compensation included payments to his consulting company, SRM Associates, Inc.; and

(N) the full amount of Bianco's compensation included payments to his consulting company, AKB Associates, Inc.

3. Each payment of investors funds to third parties for use other than that set forth in the offering documents, was an act, practice and course of business which operated as a fraud or deceit upon the investors and others in violation of N.J.S.A. 49:3-52(c).

4. Defendants Moody and Bianco, individually and acting in concert with each other and others, offered or sold unregistered securities to, from or within New Jersey, in violation of N.J.S.A. 49:3-60.

5. Defendant Moody, individually and acting in concert with others, represented Wellesley Services, LLC, Wellesley Energy, and/or Consolidate Transport America, LLC in effecting or attempting to effect transactions in unregistered securities from, in or within New Jersey and, thus, acted as an agent, as defined in Section 49:3-49(b) of the Securities Law, without being registered with the Bureau, in violation of N.J.S.A. 49:3-56(a).

6. Defendants Anthony Bianco and Keith Moody violated the Uniform Securities Law (1997), N.J.S.A. 49:3-49 et seq. (the "Securities Law") as set forth in the Verified Complaint.

NOW, THEREFORE,

IT IS on this 27 day of June, 2006,

ORDERED as follows:

7. Defendants Anthony Bianco and Keith Moody are permanently restrained and enjoined from directly or indirectly violating the Securities Law and, specifically, from engaging in the following conduct:

- (A) Offering for sale or selling, distributing, promoting, advising, advertising, soliciting, negotiating, advancing the sale of and/or promoting securities in any manner to, from, or within the State of New Jersey and offering for sale or selling, distributing, advising, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting unregistered securities in any manner to, from, or within the State of New Jersey;
- (B) Issuing securities or engaging in any securities related activity; and
- (C) Acting as an unregistered agent in the State of New Jersey; and

(D) Engaging in the conduct described in plaintiffs'

Verified Complaint filed in this action.

RESTITUTION

8. Defendants Anthony Bianco and Keith Moody shall pay restitution in the amount of \$73,767,700.00 to the State of New Jersey, Bureau of Securities. The restitution obligation under this Order and Final Judgment shall be joint and several with each co-defendant whom the Court determines or has determined is liable to pay restitution in this matter.

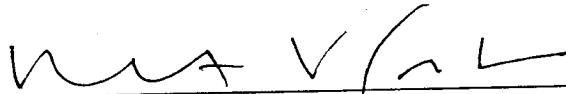
CIVIL MONETARY PENALTY

9. For each violation of the Securities Law, the defendants could be assessed a penalty of \$10,000 for the first violation and \$20,000 for each subsequent violation pursuant to N.J.S.A. 49:3-70.1. The Court assesses a civil monetary penalty against defendant Anthony Bianco in the amount of \$50,000.00 and against defendant Keith Moody in the amount of \$25,000.00, taking into consideration that defendants Anthony Bianco and Keith Moody are presently under indictment by the United State Attorney in the United States District Court, District of New Jersey for the conduct relating to the allegations in the Verified Complaint in this matter.

FINAL JUDGMENT

10. Final judgment is entered against defendant Anthony Bianco in the amount of \$73,817,700.00 which amount represents

the restitution obligation of \$73,767,700.00 plus the \$50,000.00 penalty. Final judgment by default is entered against defendant Keith Moody in the amount of \$73,792,700.00 which amount represents the restitution obligation of \$73,767,700.00 plus the \$25,000.00 penalty.

A handwritten signature in black ink, appearing to read 'R. Contillo', written over a horizontal line.

Honorable Robert R. Contillo, J. Ch.